

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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:
IN RE STATE STREET BANK AND TRUST :
CO. ERISA LITIGATION :
:
This document relates to: : 07 Civ. 8488 (RJH)
:
07 Civ. 8488 :
07 Civ. 9319 :
07 Civ. 9687 :
08 Civ. 0265 :
:
-----X

DECLARATION OF ROBERT A. SKINNER

I, ROBERT A. SKINNER, hereby declare as follows:

1. I am an attorney admitted to practice in Massachusetts, and I have been admitted to appear before the Court *pro hac vice* in this matter. I am a partner of the firm of Ropes & Gray LLP, which represents defendants State Street Bank and Trust Company and State Street Global Advisors, Inc. (together, "State Street") in the above-captioned matters.
2. I submit this declaration to place before the Court certain facts and documents relevant to State Street's motion to transfer venue to the District of Massachusetts pursuant to 28 U.S.C. § 1404(a) ("State Street's Motion").
3. On March 27, 2008, class plaintiffs filed a motion for leave to file an amended consolidated complaint (the "Proposed Complaint"). The Proposed Complaint names five additional plaintiffs:
 - a. Alan Gordon, a trustee of the AGMA Retirement Plan and AGMA Health Fund ("AGMA Plans"), which are headquartered in New York, New York. According to the Proposed Complaint, Mr. Gordon resides in New York State.

- b. David Palmisciano, a trustee of the Rhode Island Carpenters Plans (“RI Carpenters Plans”), which are headquartered in Warwick, Rhode Island. According to the Proposed Complaint, Mr. Palmisciano is a resident of Rhode Island. According to Mapquest.com, Warwick, Rhode Island is approximately 55 miles from the federal courthouse in Boston, Massachusetts and approximately 175 miles from the federal courthouse in New York, New York. Copies of the Mapquest.com website pages showing driving directions and distances from Warwick, Rhode Island are attached hereto as **Exhibit A**.
- c. Albert Massaro, a participant in the Eastman Kodak Employees’ Savings and Investment Plan (“Kodak Plan”). According to the Proposed Complaint, Mr. Massaro is a resident of Rochester, New York. According to Mapquest.com, Rochester, New York is approximately 330 miles from the federal courthouse in New York, New York, and approximately 390 miles from the federal courthouse in Boston, Massachusetts. Copies of the Mapquest.com website pages showing driving directions and distances from Rochester, New York are attached hereto as **Exhibit B**.
- d. Glenn Kingsbury, a trustee of the New England Electrical Workers Benefit Fund (“NEEW Plan”), which is located in Wallingford, Connecticut. According to Mapquest.com, Wallingford, Connecticut is approximately 90 miles from the federal courthouse in New York, New York and approximately 125 miles from the federal courthouse in Boston, Massachusetts. Copies of the Mapquest.com website pages showing driving directions and distances from Wallingford, Connecticut are attached hereto as **Exhibit C**.
- e. William Key, a participant in the Waste Management, Inc. Retirement Savings Plan (“Waste Management Plan”). According to the Proposed Complaint, Mr. Key resides in Sacramento, California. According to the website for Sacramento International Airport, there are numerous flights from Sacramento to both Boston and New York each day. Copies of website pages from the Sacramento County Airport System’s website showing flights to Boston and New York are attached hereto as **Exhibit D**.

4. On February 25, 2008, State Street filed a motion to transfer venue to the District of Massachusetts pursuant to 28 U.S.C. § 1407 (the “MDL Motion”) before the Judicial Panel on Multidistrict Litigation (“JPML”).

5. On March 20, 2008, Prudential submitted an opposition to the MDL Motion. On page 14 of the memorandum of law submitted therewith, Prudential asserted that “the cases in

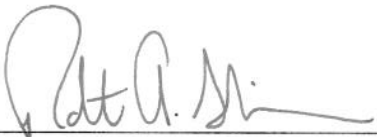
the Southern District of New York are still at a relatively early stage.” A copy of Prudential’s memorandum of law is attached hereto as **Exhibit E**.

6. State Street has exchanged initial document requests with both class plaintiffs and Prudential. No depositions have been noticed in any of the actions.

7. On January 11, 2008, the court denied plaintiff’s motion to remand in *Memorial Hermann Healthcare System v. State Street Bank & Trust Co.*, No. 07 Civ. 4089 (S.D. Tex.). A copy of the court’s order is attached hereto as **Exhibit F**.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 7, 2008


Robert A. Skinner

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that on this 7th day of April, 2008, a true and correct copy of the foregoing Declaration of Robert A. Skinner with Exhibits A through F has been filed electronically using the Court's Electronic Case Filing System and, therefore, has been served upon all counsel who are Filing Users pursuant to Fed. R. Civ. P. 5(b)(3), Local Rule 5.2, and the Court's Procedures for Electronic Case Filing (No. 9). A copy of the foregoing Declaration of Robert A. Skinner with Exhibits A through F has also been served by U.S. mail upon the following:

Gretchen Freeman Cappio
KELLER ROHRBACK LLP
1201 Third Avenue
Suite 3200
Seattle, WA 98101

Tyler L. Farmer
KELLER ROHRBACK LLP
1201 Third Avenue
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Gerald H. Silk
BERNSTEIN LITOWITZ BERGER & GROSSMAN LLP
1285 Avenue of the Americas
New York, NY 10019

/s/ Olivia S. Choe

EXHIBIT A



A: 14 Jefferson Park Rd, Warwick, RI 02888-1016

- | | | |
|---|--|---------|
|  | 1: Start out going SOUTH on JEFFERSON PARK RD toward JEFFERSON BLVD. | 0.0 mi |
|  | 2: Turn RIGHT onto JEFFERSON BLVD. | 0.1 mi |
|  | 3: Merge onto I-95 N (Crossing into MASSACHUSETTS). | 37.7 mi |
|  | 4: Merge onto I-93 N/US-1 N via EXIT 12 toward BOSTON. | 15.4 mi |
|  | 5: Take EXIT 20 toward I-90/LOGAN AIRPORT/WORCESTER/S. STATION. | 0.4 mi |
|  | 6: Take the I-90 E exit on the LEFT toward LOGAN AIRPORT/SOUTH BOSTON. | 1.0 mi |
|  | 7: Keep RIGHT at the fork in the ramp. | 0.2 mi |
|  | 8: Keep LEFT at the fork in the ramp. | 0.1 mi |
|  | 9: ramp becomes E SERVICE RD. | 0.1 mi |
|  | 10: E SERVICE RD becomes NORTHERN AVE. | 0.3 mi |
|  | 11: End at 1 Courthouse Way Boston, MA 02210-3002 | |

Estimated Time: 1 hour Estimated Distance: 55.19 miles

B: 1 Courthouse Way, Boston, MA 02210-3002







Total Time: 1 hour Total Distance: 55.19 miles

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A: 14 Jefferson Park Rd, Warwick, RI 02888-1016

- | | | |
|---|--|----------|
|  | 1: Start out going SOUTH on JEFFERSON PARK RD toward JEFFERSON BLVD. | 0.0 mi |
|  | 2: Turn RIGHT onto JEFFERSON BLVD. | 0.2 mi |
|  | 3: Merge onto I-95 S (Portions toll) (Passing through CONNECTICUT, then crossing into NEW YORK). | 159.9 mi |
|  | 4: Keep LEFT to take I-278 W via EXIT 6B toward TRIBORO BR. | 5.4 mi |
|  | 5: Take the exit toward RANDALLS-WARDS IS/MANHATTAN/FDR DRIVE. | 0.2 mi |
|  | 6: Stay STRAIGHT to go onto TRIBOROUGH BRIDGE (Portions toll). | 0.4 mi |
|  | 7: Merge onto FDR DR S. | 8.4 mi |
|  | 8: Take the BROOKLYN BR exit, EXIT 2, toward MANHATTAN CIVIC CENTER. | 0.1 mi |
|  | 9: Take the ramp toward CIVIC CENTER. | 0.1 mi |
|  | 10: Turn SLIGHT LEFT onto ROBERT F WAGNER SR PL. | 0.0 mi |
|  | 11: Turn RIGHT onto PEARL ST. | 0.1 mi |
|  | 12: PEARL ST becomes ST JAMES PL. | 0.2 mi |
|  | 13: Turn LEFT to stay on ST JAMES PL. | 0.0 mi |
|  | 14: ST JAMES PL becomes WORTH ST. | 0.2 mi |
|  | 15: End at 500 Pearl St New York, NY 10007-1316 | |

Estimated Time: 3.0 hours 13 minutes Estimated Distance: 175.16 miles

B: 500 Pearl St, New York, NY 10007-1316

Total Time: 3.0 hours 13 minutes Total Distance: 175.16 miles

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EXHIBIT B



A: Rochester, NY

- | | | |
|--|---|----------|
| | 1: Start out going NORTH on SCOTT ALY toward W MAIN ST/NY-33. | 0.0 mi |
| | 2: Turn RIGHT onto W MAIN ST/NY-33. | 0.0 mi |
| | 3: Turn RIGHT onto PLYMOUTH AVE S/S PLYMOUTH AVE. | 0.2 mi |
| | 4: Merge onto I-490 E toward INNER LOOP EAST (Portions toll). | 15.1 mi |
| | 5: Merge onto I-90 E/NEW YORK STATE THRUWAY E via the exit on the LEFT toward ALBANY (Portions toll). | 202.2 mi |
| | 6: Keep RIGHT to take I-87 S/NEW YORK STATE THRUWAY S toward NEW YORK/BOSTON/MASS PIKE (Portions toll). | 14.6 mi |
| | 7: Take EXIT 21A toward I-90 E/MASS TPKE/BOSTON. | 0.9 mi |
| | 8: Merge onto NEW YORK STATE THRUWAY E (Portions toll) (Crossing into MASSACHUSETTS). | 24.1 mi |
| | 9: NEW YORK STATE THRUWAY E becomes I-90 E/MASS PIKE/MASSACHUSETTS TURNPIKE (Portions toll). | 134.6 mi |
| | 10: Take EXIT 25 toward S. BOSTON. | 0.2 mi |
| | 11: Keep LEFT at the fork in the ramp. | 0.1 mi |
| | 12: Turn SLIGHT RIGHT onto CONGRESS ST. | 0.1 mi |
| | 13: Turn LEFT onto B ST. | 0.1 mi |
| | 14: Turn LEFT onto NORTHERN AVE/SEAPORT BLVD. | 0.1 mi |
| | 15: Turn RIGHT onto NORTHERN AVE. | 0.3 mi |
| | 16: End at 1 Courthouse Way Boston, MA 02210-3002 | |

Estimated Time: 6.0 hours 13 minutes Estimated Distance: 392.66 miles

B: 1 Courthouse Way, Boston, MA 02210-3002

Total Time: 6.0 hours 13 minutes Total Distance: 392.66 miles

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A: Rochester, NY

- | | | |
|--|---|----------|
| | 1: Start out going NORTH on SCOTT ALY toward W MAIN ST/NY-33. | 0.0 mi |
| | 2: Turn RIGHT onto W MAIN ST/NY-33. | 0.0 mi |
| | 3: Turn RIGHT onto PLYMOUTH AVE S/S PLYMOUTH AVE. | 0.2 mi |
| | 4: Merge onto I-490 E toward INNER LOOP EAST (Portions toll). | 15.1 mi |
| | 5: Merge onto I-90 E/NEW YORK STATE THRUWAY E via the exit on the LEFT toward ALBANY (Portions toll). | 61.4 mi |
| | 6: Merge onto I-690 E via EXIT 39 toward SYRACUSE/FAIRGROUNDS. | 9.9 mi |
| | 7: Merge onto I-81 S (Crossing into PENNSYLVANIA). | 129.8 mi |
| | 8: Take EXIT 187 toward US-6 E/CARBONDALE/I-380 S/MT POCONO/I-84 E. | 0.4 mi |
| | 9: Merge onto I-380 S/I-84 E via the exit on the LEFT. | 4.1 mi |
| | 10: Keep RIGHT to take I-380 S via EXIT 4 toward MT POCONO. | 23.6 mi |
| | 11: Merge onto I-80 E via EXIT 1B on the LEFT toward STROUDSBURG (Crossing into NEW JERSEY). | 62.3 mi |
| | 12: Keep LEFT to take I-80 EXPRESS LN E via EXIT 45. | 2.0 mi |
| | 13: Merge onto I-280 E via EXIT 47A on the LEFT toward THE ORANGES/NEWARK. | 16.5 mi |
| | 14: Merge onto CR-508 E via EXIT 17A toward JERSEY CITY. | 1.9 mi |
| | 15: CR-508 E becomes NEWARK-JERSEY CITY TURNPIKE. | 1.1 mi |
| | 16: NEWARK-JERSEY CITY TURNPIKE becomes NJ-7 E. | 0.4 mi |
| | 17: NJ-7 E becomes US-1 9 TRUCK/US-1 TRUCK/US-9 TRUCK/US-1 & 9-TRUCK. | 0.4 mi |
| | 18: Merge onto NJ-139 E. | 1.3 mi |
| | 19: NJ-139 E becomes 12TH ST. | 0.3 mi |
| | 20: 12TH ST becomes BOYLE PLZ (Portions toll). | 0.1 mi |
| | 21: BOYLE PLZ becomes HOLLAND TUNNEL (Crossing into NEW YORK). | 1.9 mi |
| | 22: Turn SLIGHT LEFT to stay on HOLLAND TUNNEL. | 0.1 mi |
| | 23: Take EXIT 4 toward DOWNTOWN. | 0.0 mi |
| | 24: Turn RIGHT onto VARICK ST. | 0.2 mi |
| | 25: Turn SLIGHT RIGHT onto W BROADWAY. | 0.0 mi |
| | 26: Turn LEFT onto WORTH ST/JUSTICE JOHN M HARLAN WAY. Continue to follow WORTH ST. | 0.4 mi |
| | 27: End at 500 Pearl St New York, NY 10007-1316 | |

Estimated Time: 5.0 hours 36 minutes Estimated Distance: 333.56 miles

B: 500 Pearl St, New York, NY 10007-1316

Total Time: 5.0 hours 36 minutes Total Distance: 333.56 miles

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EXHIBIT C



A: Wallingford, CT

- | | | |
|--|---|---------|
| | 1: Start out going SOUTHWEST on N COLONY ST/US-5 toward CT-150. | 0.0 mi |
| | 2: Turn RIGHT onto HALL AVE/CT-150 N. | 0.6 mi |
| | 3: Turn LEFT onto RIVER RD. | 0.0 mi |
| | 4: Merge onto CT-15 N/WILBUR CROSS PKWY. | 6.1 mi |
| | 5: Merge onto I-91 N via EXIT 68N-E toward CT-66 E/HARTFORD/MIDDLETOWN. | 17.2 mi |
| | 6: Merge onto CT-15 N via EXIT 29 toward I-84/EAST HARTFORD/BOSTON. | 2.1 mi |
| | 7: CT-15 N becomes I-84 E (Portions toll) (Crossing into MASSACHUSETTS). | 40.7 mi |
| | 8: Merge onto I-90 E/MASS PIKE/MASSACHUSETTS TURNPIKE toward N.H.-MAINE/BOSTON (Portions toll). | 56.6 mi |
| | 9: Take EXIT 25 toward S. BOSTON. | 0.2 mi |
| | 10: Keep LEFT at the fork in the ramp. | 0.1 mi |
| | 11: Turn SLIGHT RIGHT onto CONGRESS ST. | 0.1 mi |
| | 12: Turn LEFT onto B ST. | 0.1 mi |
| | 13: Turn LEFT onto NORTHERN AVE/SEAPORT BLVD. | 0.1 mi |
| | 14: Turn RIGHT onto NORTHERN AVE. | 0.3 mi |
| | 15: End at 1 Courthouse Way Boston, MA 02210-3002 | |

Estimated Time: 2.0 hours 5 minutes Estimated Distance: 124.27 miles

B: 1 Courthouse Way, Boston, MA 02210-3002

Total Time: 2.0 hours 5 minutes Total Distance: 124.27 miles

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A: Wallingford, CT

-  **1:** Start out going SOUTHWEST on N COLONY ST/US-5 toward HALL AVE/CT-150 N. 0.0 mi
-  **2:** Turn RIGHT onto QUINNIPIAC ST/CT-150. Continue to follow QUINNIPIAC ST. 0.8 mi
-  **3:** Turn LEFT onto ramp. 0.1 mi
-  **4:** Merge onto CT-15 S. 23.6 mi
-  **5:** Merge onto CT-8 S via EXIT 52 toward BRIDGEPORT. 5.9 mi
-  **6:** Merge onto I-95 S toward N. Y. CITY (Portions toll) (Crossing into NEW YORK). 45.9 mi
-  **7:** Keep LEFT to take I-278 W via EXIT 6B toward TRIBORO BR. 5.4 mi
-  **8:** Take the exit toward RANDALLS-WARDS IS/MANHATTAN/FDR DRIVE. 0.2 mi
-  **9:** Stay STRAIGHT to go onto TRIBOROUGH BRIDGE (Portions toll). 0.4 mi
-  **10:** Merge onto FDR DR S. 8.4 mi
-  **11:** Take the BROOKLYN BR exit, EXIT 2, toward MANHATTAN CIVIC CENTER. 0.1 mi
-  **12:** Take the ramp toward CIVIC CENTER. 0.1 mi
-  **13:** Turn SLIGHT LEFT onto ROBERT F WAGNER SR PL. 0.0 mi
-  **14:** Turn RIGHT onto PEARL ST. 0.1 mi
-  **15:** PEARL ST becomes ST JAMES PL. 0.2 mi
-  **16:** Turn LEFT to stay on ST JAMES PL. 0.0 mi
-  **17:** ST JAMES PL becomes WORTH ST. 0.2 mi
-  **18:** End at 500 Pearl St New York, NY 10007-1316

Estimated Time: 1 hour 53 minutes Estimated Distance: 91.38 miles

B: 500 Pearl St, New York, NY 10007-1316

Total Time: 1 hour 53 minutes Total Distance: 91.38 miles

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EXHIBIT D



[d]

Sacramento International Airport

Connecting flights

Departing Wednesday, March 26 2008 from 12:15am onwards.

From: Sacramento International Apt

To: Boston, MA, USA - All Airports

★[d] Indicates a flight operated by a different airline or subsidiary or division of the airline whose code is shown.

Jetblue Airways Corporation

12:15am (Mar 26) Sacramento International Apt

8:25am (Mar 26) New York J F Kennedy International Apt

Change at New York J F Kennedy International Apt

Connection Flight

Flight number - B6 172

Aircraft type - 320

Jetblue Airways Corporation

9:50am (Mar 26) New York J F Kennedy International Apt

11:15am (Mar 26) Boston Logan International Apt

8hrs Total Travel Time

Flight number - B6 1004

Aircraft type - E90

[View flight details](#)

United Airlines

5:50am (Mar 26) Sacramento International Apt

9:12am (Mar 26) Denver Intl Apt

Change at Denver Intl Apt

Connection Flight

Flight number - UA 410

Aircraft type - 319

United Airlines

10:20am (Mar 26) Denver Intl Apt

4:07pm (Mar 26) Boston Logan International Apt

7hrs 17mins Total Travel Time

Flight number - UA 584

Aircraft type - 320

[View flight details](#)

United Airlines

5:50am (Mar 26) Sacramento International Apt

Connection Flight

Flight number - UA 410

9:12am (Mar 26) Denver Intl Apt

Aircraft type - 319

Change at Denver Intl Apt

★US Airways

10:20am (Mar 26) Denver Intl Apt

Flight number - US 6346

4:07pm (Mar 26) Boston Logan International Apt

Aircraft type - 320

7hrs 17mins Total Travel Time

[View flight details](#)

★US Airways

5:50am (Mar 26) Sacramento International Apt

Connection Flight

Flight number - US 6040

9:12am (Mar 26) Denver Intl Apt

Aircraft type - 319

Change at Denver Intl Apt

United Airlines

10:20am (Mar 26) Denver Intl Apt

Flight number - UA 584

4:07pm (Mar 26) Boston Logan International Apt

Aircraft type - 320

7hrs 17mins Total Travel Time

[View flight details](#)

★US Airways

5:50am (Mar 26) Sacramento International Apt

Connection Flight

Flight number - US 6040

9:12am (Mar 26) Denver Intl Apt

Aircraft type - 319

Change at Denver Intl Apt

★US Airways

10:20am (Mar 26) Denver Intl Apt

Flight number - US 6346

4:07pm (Mar 26) Boston Logan International Apt

Aircraft type - 320

7hrs 17mins Total Travel Time

[View flight details](#)

United Airlines

6:00am (Mar 26) Sacramento International Apt

Connection Flight

Flight number - UA 472

12:00pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

United Airlines

1:10pm (Mar 26) Chicago O'Hare International Apt

Flight number - UA 534

4:22pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 22mins Total Travel Time

[View flight details](#)

United Airlines

6:00am (Mar 26) Sacramento International Apt

Connection Flight

Flight number - UA 472

12:00pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

★US Airways

1:10pm (Mar 26) Chicago O'Hare International Apt

Flight number - US 6360

4:22pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 22mins Total Travel Time

[View flight details](#)

★US Airways

6:00am (Mar 26) Sacramento International Apt

Connection Flight

Flight number - US 7024

12:00pm (Mar 26) Chicago O'Hare International Apt
Change at Chicago O'Hare International Apt

Aircraft type - 320

United Airlines

1:10pm (Mar 26) Chicago O'Hare International Apt

Flight number - UA 534

4:22pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 22mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

6:00am (Mar 26) Sacramento International Apt

Flight number - US 7024

12:00pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

★US Airways

1:10pm (Mar 26) Chicago O'Hare International Apt

Flight number - US 6360

4:22pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 22mins Total Travel Time

[View flight details](#)

US Airways

Connection Flight

6:00am (Mar 26) Sacramento International Apt

Flight number - US 542

7:51am (Mar 26) Phoenix Sky Harbor Intl Apt.

Aircraft type - 319

Change at Phoenix Sky Harbor Intl Apt.

US Airways

9:07am (Mar 26) Phoenix Sky Harbor Intl Apt.

Flight number - US 220

5:09pm (Mar 26) Boston Logan International Apt

Aircraft type - 319

8hrs 9mins Total Travel Time

[View flight details](#)

★Delta Air Lines

Connection Flight

6:15am (Mar 26) Sacramento International Apt

Flight number - DL 4067

8:47am (Mar 26) Salt Lake City

Aircraft type - CRJ

Change at Salt Lake City

Delta Air Lines

9:53am (Mar 26) Salt Lake City

Flight number - DL 1290

4:30pm (Mar 26) Boston Logan International Apt

Aircraft type - 757

7hrs 15mins Total Travel Time

[View flight details](#)

Continental Airlines

Connection Flight

6:15am (Mar 26) Sacramento International Apt

Flight number - CO 1810

11:53am (Mar 26) Houston George Bush Intercontinental Ap

Aircraft type - 738

Change at Houston George Bush Intercontinental Ap

Continental Airlines

12:45pm (Mar 26) Houston George Bush Intercontinental Ap

Flight number - CO 482

5:34pm (Mar 26) Boston Logan International Apt

Aircraft type - 738

8hrs 19mins Total Travel Time

[View flight details](#)

Delta Air Lines

Connection Flight

6:30am (Mar 26) Sacramento International Apt

Flight number - DL 1469

1:57pm (Mar 26) Atlanta Hartsfield-Jackson Intl Apt
Aircraft type - 757
Change at Atlanta Hartsfield-Jackson Intl Apt

Delta Air Lines

2:50pm (Mar 26) Atlanta Hartsfield-Jackson Intl Apt
Flight number - DL 676
Aircraft type - M88
8hrs 1min Total Travel Time
[View flight details](#)

United Airlines

7:09am (Mar 26) Sacramento International Apt
Flight number - UA 1178
Aircraft type - 752
10:30am (Mar 26) Denver Intl Apt
Change at Denver Intl Apt

United Airlines

12:25pm (Mar 26) Denver Intl Apt
Flight number - UA 1216
Aircraft type - 752
8hrs Total Travel Time
[View flight details](#)

United Airlines

7:09am (Mar 26) Sacramento International Apt
Flight number - UA 1178
Aircraft type - 752
10:30am (Mar 26) Denver Intl Apt
Change at Denver Intl Apt

★US Airways

12:25pm (Mar 26) Denver Intl Apt
Flight number - US 6348
Aircraft type - 752
8hrs Total Travel Time
[View flight details](#)

★US Airways

7:09am (Mar 26) Sacramento International Apt
Flight number - US 6042
Aircraft type - 752
10:30am (Mar 26) Denver Intl Apt
Change at Denver Intl Apt

United Airlines

12:25pm (Mar 26) Denver Intl Apt
Flight number - UA 1216
Aircraft type - 752
8hrs Total Travel Time
[View flight details](#)

★US Airways

7:09am (Mar 26) Sacramento International Apt
Flight number - US 6042
Aircraft type - 752
10:30am (Mar 26) Denver Intl Apt
Change at Denver Intl Apt

★US Airways

12:25pm (Mar 26) Denver Intl Apt
Flight number - US 6348
Aircraft type - 752
8hrs Total Travel Time
[View flight details](#)

United Airlines

8:10am (Mar 26) Sacramento International Apt
Flight number - UA 688

2:07pm (Mar 26) Chicago O'Hare International Apt
Change at Chicago O'Hare International Apt

Aircraft type - 752

United Airlines

3:45pm (Mar 26) Chicago O'Hare International Apt

Flight number - UA 516

7:02pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 52mins Total Travel Time

[View flight details](#)

United Airlines

Connection Flight

8:10am (Mar 26) Sacramento International Apt

Flight number - UA 688

2:07pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 752

Change at Chicago O'Hare International Apt

★US Airways

3:45pm (Mar 26) Chicago O'Hare International Apt

Flight number - US 6364

7:02pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 52mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

8:10am (Mar 26) Sacramento International Apt

Flight number - US 7026

2:07pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 752

Change at Chicago O'Hare International Apt

United Airlines

3:45pm (Mar 26) Chicago O'Hare International Apt

Flight number - UA 516

7:02pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 52mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

8:10am (Mar 26) Sacramento International Apt

Flight number - US 7026

2:07pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 752

Change at Chicago O'Hare International Apt

★US Airways

3:45pm (Mar 26) Chicago O'Hare International Apt

Flight number - US 6364

7:02pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 52mins Total Travel Time

[View flight details](#)

Northwest Airlines

Connection Flight

9:00am (Mar 26) Sacramento International Apt

Flight number - NW 394

2:23pm (Mar 26) Minneapolis International Apt

Aircraft type - 320

Change at Minneapolis International Apt

★Northwest Airlines

3:25pm (Mar 26) Minneapolis International Apt

Flight number - NW 1975

7:25pm (Mar 26) Boston Logan International Apt

Aircraft type - E75

7hrs 25mins Total Travel Time

[View flight details](#)

★United Airlines

Connection Flight

10:45am (Mar 26) Sacramento International Apt

Flight number - UA 5655

11:35am (Mar 26) San Francisco International Apt
Change at San Francisco International Apt

Aircraft type - EM2

United Airlines

1:10pm (Mar 26) San Francisco International Apt

Flight number - UA 824

9:43pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 58mins Total Travel Time

[View flight details](#)

★United Airlines

Connection Flight

10:45am (Mar 26) Sacramento International Apt

Flight number - UA 5655

11:35am (Mar 26) San Francisco International Apt

Aircraft type - EM2

Change at San Francisco International Apt

★US Airways

1:10pm (Mar 26) San Francisco International Apt

Flight number - US 6338

9:43pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 58mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

10:45am (Mar 26) Sacramento International Apt

Flight number - US 7151

11:35am (Mar 26) San Francisco International Apt

Aircraft type - EM2

Change at San Francisco International Apt

United Airlines

1:10pm (Mar 26) San Francisco International Apt

Flight number - UA 824

9:43pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 58mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

10:45am (Mar 26) Sacramento International Apt

Flight number - US 7151

11:35am (Mar 26) San Francisco International Apt

Aircraft type - EM2

Change at San Francisco International Apt

★US Airways

1:10pm (Mar 26) San Francisco International Apt

Flight number - US 6338

9:43pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

7hrs 58mins Total Travel Time

[View flight details](#)

★United Airlines

Connection Flight

11:00am (Mar 26) Sacramento International Apt

Flight number - UA 6467

12:31pm (Mar 26) Los Angeles International Apt

Aircraft type - CRJ

Change at Los Angeles International Apt

United Airlines

2:00pm (Mar 26) Los Angeles International Apt

Flight number - UA 164

10:22pm (Mar 26) Boston Logan International Apt

Aircraft type - 752

8hrs 22mins Total Travel Time

[View flight details](#)

★United Airlines

Connection Flight

11:00am (Mar 26) Sacramento International Apt

Flight number - UA 6467

12:31pm (Mar 26) Los Angeles International Apt

Change at Los Angeles International Apt

Aircraft type - CRJ

★US Airways

2:00pm (Mar 26) Los Angeles International Apt

10:22pm (Mar 26) Boston Logan International Apt

8hrs 22mins Total Travel Time

Flight number - US 6121

Aircraft type - 752

[View flight details](#)

American Airlines

11:50am (Mar 26) Sacramento International Apt

5:05pm (Mar 26) Dallas/Fort Worth Intl Apt

Change at Dallas/Fort Worth Intl Apt

Connection Flight

Flight number - AA 1268

Aircraft type - M80

American Airlines

5:50pm (Mar 26) Dallas/Fort Worth Intl Apt

10:20pm (Mar 26) Boston Logan International Apt

7hrs 30mins Total Travel Time

Flight number - AA 614

Aircraft type - M80

[View flight details](#)

Northwest Airlines

12:10pm (Mar 26) Sacramento International Apt

5:39pm (Mar 26) Minneapolis International Apt

Change at Minneapolis International Apt

Connection Flight

Flight number - NW 398

Aircraft type - 320

Northwest Airlines

6:46pm (Mar 26) Minneapolis International Apt

10:30pm (Mar 26) Boston Logan International Apt

7hrs 20mins Total Travel Time

Flight number - NW 846

Aircraft type - 757

[View flight details](#)

Continental Airlines

12:21pm (Mar 26) Sacramento International Apt

5:59pm (Mar 26) Houston George Bush Intercontinental Ap

Change at Houston George Bush Intercontinental Ap

Connection Flight

Flight number - CO 1893

Aircraft type - 738

Continental Airlines

6:45pm (Mar 26) Houston George Bush Intercontinental Ap

11:22pm (Mar 26) Boston Logan International Apt

8hrs 1min Total Travel Time

Flight number - CO 682

Aircraft type - 73G

[View flight details](#)

US Airways

12:39pm (Mar 26) Sacramento International Apt

2:30pm (Mar 26) Phoenix Sky Harbor Intl Apt.

Change at Phoenix Sky Harbor Intl Apt.

Connection Flight

Flight number - US 206

Aircraft type - 319

US Airways

3:10pm (Mar 26) Phoenix Sky Harbor Intl Apt.

10:41pm (Mar 26) Boston Logan International Apt

7hrs 2mins Total Travel Time

Flight number - US 1162

Aircraft type - 320

[View flight details](#)

Delta Air Lines

1:10pm (Mar 26) Sacramento International Apt

Connection Flight

Flight number - DL 992

3:43pm (Mar 26) Salt Lake City

Aircraft type - 738

Change at Salt Lake City

Delta Air Lines

4:50pm (Mar 26) Salt Lake City

Flight number - DL 1471

11:18pm (Mar 26) Boston Logan International Apt

Aircraft type - 757

7hrs 8mins Total Travel Time

[View flight details](#)

United Airlines

Connection Flight

1:43pm (Mar 26) Sacramento International Apt

Flight number - UA 332

7:43pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

United Airlines

8:45pm (Mar 26) Chicago O'Hare International Apt

Flight number - UA 828

11:58pm (Mar 26) Boston Logan International Apt

Aircraft type - 733

7hrs 15mins Total Travel Time

[View flight details](#)

United Airlines

Connection Flight

1:43pm (Mar 26) Sacramento International Apt

Flight number - UA 332

7:43pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

★US Airways

8:45pm (Mar 26) Chicago O'Hare International Apt

Flight number - US 6370

11:58pm (Mar 26) Boston Logan International Apt

Aircraft type - 733

7hrs 15mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

1:43pm (Mar 26) Sacramento International Apt

Flight number - US 7030

7:43pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

United Airlines

8:45pm (Mar 26) Chicago O'Hare International Apt

Flight number - UA 828

11:58pm (Mar 26) Boston Logan International Apt

Aircraft type - 733

7hrs 15mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

1:43pm (Mar 26) Sacramento International Apt

Flight number - US 7030

7:43pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

★US Airways

8:45pm (Mar 26) Chicago O'Hare International Apt

Flight number - US 6370

11:58pm (Mar 26) Boston Logan International Apt

Aircraft type - 733

7hrs 15mins Total Travel Time

[View flight details](#)

United Airlines

Connection Flight

1:54pm (Mar 26) Sacramento International Apt

Flight number - UA 448

5:09pm (Mar 26) Denver Intl Apt

Aircraft type - 752

Change at Denver Intl Apt

United Airlines

6:41pm (Mar 26) Denver Intl Apt

Flight number - UA 1126

12:20am (Mar 27) Boston Logan International Apt

Aircraft type - 752

7hrs 26mins Total Travel Time

[View flight details](#)

United Airlines

1:54pm (Mar 26) Sacramento International Apt

Connection Flight

Flight number - UA 448

5:09pm (Mar 26) Denver Intl Apt

Aircraft type - 752

Change at Denver Intl Apt

★US Airways

6:41pm (Mar 26) Denver Intl Apt

Flight number - US 6352

12:20am (Mar 27) Boston Logan International Apt

Aircraft type - 752

7hrs 26mins Total Travel Time

[View flight details](#)

★US Airways

1:54pm (Mar 26) Sacramento International Apt

Connection Flight

Flight number - US 6046

5:09pm (Mar 26) Denver Intl Apt

Aircraft type - 752

Change at Denver Intl Apt

United Airlines

6:41pm (Mar 26) Denver Intl Apt

Flight number - UA 1126

12:20am (Mar 27) Boston Logan International Apt

Aircraft type - 752

7hrs 26mins Total Travel Time

[View flight details](#)

★US Airways

1:54pm (Mar 26) Sacramento International Apt

Connection Flight

Flight number - US 6046

5:09pm (Mar 26) Denver Intl Apt

Aircraft type - 752

Change at Denver Intl Apt

★US Airways

6:41pm (Mar 26) Denver Intl Apt

Flight number - US 6352

12:20am (Mar 27) Boston Logan International Apt

Aircraft type - 752

7hrs 26mins Total Travel Time

[View flight details](#)

US Airways

2:00pm (Mar 26) Sacramento International Apt

Connection Flight

Flight number - US 397

3:24pm (Mar 26) Las Vegas McCarran International Apt

Aircraft type - 733

Change at Las Vegas McCarran International Apt

US Airways

4:05pm (Mar 26) Las Vegas McCarran International Apt

Flight number - US 64

12:10am (Mar 27) Boston Logan International Apt

Aircraft type - 319

7hrs 10mins Total Travel Time

[View flight details](#)

American Airlines

2:05pm (Mar 26) Sacramento International Apt

Connection Flight

Flight number - AA 2060

7:20pm (Mar 26) Dallas/Fort Worth Intl Apt
 Change at Dallas/Fort Worth Intl Apt

Aircraft type - M80

American Airlines

8:35pm (Mar 26) Dallas/Fort Worth Intl Apt
 1:05am (Mar 27) Boston Logan International Apt
 8hrs Total Travel Time

Flight number - AA 694
 Aircraft type - M83
[View flight details](#)

US Airways

6:55pm (Mar 26) Sacramento International Apt
 8:49pm (Mar 26) Phoenix Sky Harbor Intl Apt.
 Change at Phoenix Sky Harbor Intl Apt.

Connection Flight
 Flight number - US 368
 Aircraft type - 733

US Airways

10:10pm (Mar 26) Phoenix Sky Harbor Intl Apt.
 5:55am (Mar 27) Boston Logan International Apt
 8hrs Total Travel Time

Flight number - US 222
 Aircraft type - 319
[View flight details](#)

★United Airlines

8:09pm (Mar 26) Sacramento International Apt
 9:44pm (Mar 26) Los Angeles International Apt
 Change at Los Angeles International Apt

Connection Flight
 Flight number - UA 6475
 Aircraft type - CRJ

United Airlines

10:45pm (Mar 26) Los Angeles International Apt
 7:02am (Mar 27) Boston Logan International Apt
 7hrs 53mins Total Travel Time

Flight number - UA 166
 Aircraft type - 752
[View flight details](#)

US Airways

8:40pm (Mar 26) Sacramento International Apt
 10:04pm (Mar 26) Las Vegas McCarran International Apt
 Change at Las Vegas McCarran International Apt

Connection Flight
 Flight number - US 58
 Aircraft type - 319

US Airways

11:55pm (Mar 26) Las Vegas McCarran International Apt
 7:47am (Mar 27) Boston Logan International Apt
 8hrs 7mins Total Travel Time

Flight number - US 870
 Aircraft type - 319
[View flight details](#)

★United Airlines

8:55pm (Mar 26) Sacramento International Apt
 9:40pm (Mar 26) San Francisco International Apt
 Change at San Francisco International Apt

Connection Flight
 Flight number - UA 5564
 Aircraft type - EM2

United Airlines

10:10pm (Mar 26) San Francisco International Apt
 6:39am (Mar 27) Boston Logan International Apt
 6hrs 44mins Total Travel Time

Flight number - UA 180
 Aircraft type - 320
[View flight details](#)

★US Airways

8:55pm (Mar 26) Sacramento International Apt

Connection Flight
 Flight number - US 7174

9:40pm (Mar 26) San Francisco International Apt

Aircraft type - EM2

Change at San Francisco International Apt

★US Airways

10:10pm (Mar 26) San Francisco International Apt

Flight number - US 6340

6:39am (Mar 27) Boston Logan International Apt

Aircraft type - 320

6hrs 44mins Total Travel Time

[View flight details](#)

★United Airlines

Connection Flight

8:55pm (Mar 26) Sacramento International Apt

Flight number - UA 5564

9:40pm (Mar 26) San Francisco International Apt

Aircraft type - EM2

Change at San Francisco International Apt

American Airlines

11:25pm (Mar 26) San Francisco International Apt

Flight number - AA 150

7:45am (Mar 27) Boston Logan International Apt

Aircraft type - 757

7hrs 50mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

8:55pm (Mar 26) Sacramento International Apt

Flight number - US 7174

9:40pm (Mar 26) San Francisco International Apt

Aircraft type - EM2

Change at San Francisco International Apt

American Airlines

11:25pm (Mar 26) San Francisco International Apt

Flight number - AA 150

7:45am (Mar 27) Boston Logan International Apt

Aircraft type - 757

7hrs 50mins Total Travel Time

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[d]

Sacramento International Airport

Connecting flights

Departing Wednesday, March 26 2008 from 5:40am onwards.

From: Sacramento International Apt
To: New York, NY, USA - All Airports

★[d] Indicates a flight operated by a different airline or subsidiary or division of the airline whose code is shown.

★US Airways

5:40am (Mar 26) Sacramento International Apt
6:30am (Mar 26) San Francisco International Apt

Change at San Francisco International Apt

Connection Flight

Flight number - US 7147
Aircraft type - EM2

Continental Airlines

7:30am (Mar 26) San Francisco International Apt
3:56pm (Mar 26) Newark Liberty International Apt

7hrs 16mins Total Travel Time

Flight number - CO 1049
Aircraft type - 757

[View flight details](#)

United Airlines

5:50am (Mar 26) Sacramento International Apt
9:12am (Mar 26) Denver Intl Apt

Change at Denver Intl Apt

Connection Flight

Flight number - UA 410
Aircraft type - 319

United Airlines

10:04am (Mar 26) Denver Intl Apt
3:48pm (Mar 26) Newark Liberty International Apt

6hrs 58mins Total Travel Time

Flight number - UA 422
Aircraft type - 319

[View flight details](#)

United Airlines

5:50am (Mar 26) Sacramento International Apt

Connection Flight

Flight number - UA 410

9:12am (Mar 26) Denver Intl Apt

Aircraft type - 319

Change at Denver Intl Apt

★US Airways

10:04am (Mar 26) Denver Intl Apt

Flight number - US 6266

3:48pm (Mar 26) Newark Liberty International Apt

Aircraft type - 319

6hrs 58mins Total Travel Time

[View flight details](#)

★US Airways

5:50am (Mar 26) Sacramento International Apt

Connection Flight

9:12am (Mar 26) Denver Intl Apt

Flight number - US 6040

Aircraft type - 319

Change at Denver Intl Apt

United Airlines

10:04am (Mar 26) Denver Intl Apt

Flight number - UA 422

3:48pm (Mar 26) Newark Liberty International Apt

Aircraft type - 319

6hrs 58mins Total Travel Time

[View flight details](#)

★US Airways

5:50am (Mar 26) Sacramento International Apt

Connection Flight

9:12am (Mar 26) Denver Intl Apt

Flight number - US 6040

Aircraft type - 319

Change at Denver Intl Apt

★US Airways

10:04am (Mar 26) Denver Intl Apt

Flight number - US 6266

3:48pm (Mar 26) Newark Liberty International Apt

Aircraft type - 319

6hrs 58mins Total Travel Time

[View flight details](#)

United Airlines

5:50am (Mar 26) Sacramento International Apt

Connection Flight

9:12am (Mar 26) Denver Intl Apt

Flight number - UA 410

Aircraft type - 319

Change at Denver Intl Apt

United Airlines

10:35am (Mar 26) Denver Intl Apt

Flight number - UA 402

4:12pm (Mar 26) New York La Guardia Apt

Aircraft type - 752

7hrs 22mins Total Travel Time

[View flight details](#)

United Airlines

5:50am (Mar 26) Sacramento International Apt

Connection Flight

9:12am (Mar 26) Denver Intl Apt

Flight number - UA 410

Aircraft type - 319

Change at Denver Intl Apt

★US Airways

10:35am (Mar 26) Denver Intl Apt

Flight number - US 6208

4:12pm (Mar 26) New York La Guardia Apt

Aircraft type - 752

7hrs 22mins Total Travel Time

[View flight details](#)

★US Airways

5:50am (Mar 26) Sacramento International Apt

Connection Flight

Flight number - US 6040

9:12am (Mar 26) Denver Intl Apt

Aircraft type - 319

Change at Denver Intl Apt

United Airlines

10:35am (Mar 26) Denver Intl Apt

Flight number - UA 402

4:12pm (Mar 26) New York La Guardia Apt

Aircraft type - 752

7hrs 22mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

5:50am (Mar 26) Sacramento International Apt

Flight number - US 6040

9:12am (Mar 26) Denver Intl Apt

Aircraft type - 319

Change at Denver Intl Apt

★US Airways

10:35am (Mar 26) Denver Intl Apt

Flight number - US 6208

4:12pm (Mar 26) New York La Guardia Apt

Aircraft type - 752

7hrs 22mins Total Travel Time

[View flight details](#)

United Airlines

Connection Flight

6:00am (Mar 26) Sacramento International Apt

Flight number - UA 472

12:00pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

United Airlines

1:02pm (Mar 26) Chicago O'Hare International Apt

Flight number - UA 682

4:11pm (Mar 26) New York La Guardia Apt

Aircraft type - 752

7hrs 11mins Total Travel Time

[View flight details](#)

United Airlines

Connection Flight

6:00am (Mar 26) Sacramento International Apt

Flight number - UA 472

12:00pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

★US Airways

1:02pm (Mar 26) Chicago O'Hare International Apt

Flight number - US 6760

4:11pm (Mar 26) New York La Guardia Apt

Aircraft type - 752

7hrs 11mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

6:00am (Mar 26) Sacramento International Apt

Flight number - US 7024

12:00pm (Mar 26) Chicago O'Hare International Apt

Aircraft type - 320

Change at Chicago O'Hare International Apt

United Airlines

1:02pm (Mar 26) Chicago O'Hare International Apt

Flight number - UA 682

4:11pm (Mar 26) New York La Guardia Apt

Aircraft type - 752

7hrs 11mins Total Travel Time

[View flight details](#)

★US Airways

Connection Flight

6:00am (Mar 26) Sacramento International Apt

Flight number - US 7024

12:00pm (Mar 26) Chicago O'Hare International Apt
Change at Chicago O'Hare International Apt

Aircraft type - 320

★US Airways

1:02pm (Mar 26) Chicago O'Hare International Apt
4:11pm (Mar 26) New York La Guardia Apt
7hrs 11mins Total Travel Time

Flight number - US 6760

Aircraft type - 752

[View flight details](#)

American Airlines

6:00am (Mar 26) Sacramento International Apt
11:15am (Mar 26) Dallas/Fort Worth Intl Apt
Change at Dallas/Fort Worth Intl Apt

Connection Flight

Flight number - AA 2200

Aircraft type - M80

American Airlines

11:55am (Mar 26) Dallas/Fort Worth Intl Apt
4:15pm (Mar 26) New York La Guardia Apt
7hrs 15mins Total Travel Time

Flight number - AA 728

Aircraft type - M80

[View flight details](#)

★Delta Air Lines

6:15am (Mar 26) Sacramento International Apt
8:47am (Mar 26) Salt Lake City
Change at Salt Lake City

Connection Flight

Flight number - DL 4067

Aircraft type - CR9

Delta Air Lines

9:48am (Mar 26) Salt Lake City
4:16pm (Mar 26) Newark Liberty International Apt
7hrs 1min Total Travel Time

Flight number - DL 778

Aircraft type - 757

[View flight details](#)

★Northwest Airlines

6:15am (Mar 26) Sacramento International Apt
8:47am (Mar 26) Salt Lake City
Change at Salt Lake City

Connection Flight

Flight number - NW 9478

Aircraft type - CR9

★Northwest Airlines

9:48am (Mar 26) Salt Lake City
4:16pm (Mar 26) Newark Liberty International Apt
7hrs 1min Total Travel Time

Flight number - NW 9187

Aircraft type - 757

[View flight details](#)

Frontier Airlines Inc.

6:15am (Mar 26) Sacramento International Apt
9:35am (Mar 26) Denver Intl Apt
Change at Denver Intl Apt

Connection Flight

Flight number - F9 222

Aircraft type - 318

Frontier Airlines Inc.

10:40am (Mar 26) Denver Intl Apt
4:19pm (Mar 26) New York La Guardia Apt
7hrs 4mins Total Travel Time

Flight number - F9 510

Aircraft type - 319

[View flight details](#)

Delta Air Lines

6:30am (Mar 26) Sacramento International Apt

Connection Flight

Flight number - DL 1469

1:57pm (Mar 26) Atlanta Hartsfield-Jackson Intl Apt Aircraft type - 757
 Change at Atlanta Hartsfield-Jackson Intl Apt

Delta Air Lines

2:35pm (Mar 26) Atlanta Hartsfield-Jackson Intl Apt Flight number - DL 150
 4:55pm (Mar 26) New York J F Kennedy International Apt Aircraft type - 767
 7hrs 25mins Total Travel Time [View flight details](#)

United Airlines

8:10am (Mar 26) Sacramento International Apt Connection Flight
 Flight number - UA 688
 2:07pm (Mar 26) Chicago O'Hare International Apt Aircraft type - 752
 Change at Chicago O'Hare International Apt

United Airlines

3:00pm (Mar 26) Chicago O'Hare International Apt Flight number - UA 686
 6:12pm (Mar 26) New York La Guardia Apt Aircraft type - 319
 7hrs 2mins Total Travel Time [View flight details](#)

Northwest Airlines

9:00am (Mar 26) Sacramento International Apt Connection Flight
 Flight number - NW 394
 2:23pm (Mar 26) Minneapolis International Apt Aircraft type - 320
 Change at Minneapolis International Apt

Northwest Airlines

3:40pm (Mar 26) Minneapolis International Apt Flight number - NW 110
 7:19pm (Mar 26) New York La Guardia Apt Aircraft type - 757
 7hrs 19mins Total Travel Time [View flight details](#)

US Airways

9:35am (Mar 26) Sacramento International Apt Connection Flight
 Flight number - US 322
 10:59am (Mar 26) Las Vegas McCarran International Apt Aircraft type - 320
 Change at Las Vegas McCarran International Apt

US Airways

11:26am (Mar 26) Las Vegas McCarran International Apt Flight number - US 50
 7:25pm (Mar 26) New York J F Kennedy International Apt Aircraft type - 320
 6hrs 50mins Total Travel Time [View flight details](#)

Frontier Airlines Inc.

11:20am (Mar 26) Sacramento International Apt Connection Flight
 Flight number - F9 226
 2:35pm (Mar 26) Denver Intl Apt Aircraft type - 318
 Change at Denver Intl Apt

Frontier Airlines Inc.

3:15pm (Mar 26) Denver Intl Apt Flight number - F9 516
 8:55pm (Mar 26) New York La Guardia Apt Aircraft type - 319
 6hrs 35mins Total Travel Time [View flight details](#)

Northwest Airlines

12:10pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - NW 398

5:39pm (Mar 26) Minneapolis International Apt

Change at Minneapolis International Apt

Aircraft type - 320

Northwest Airlines

6:55pm (Mar 26) Minneapolis International Apt

10:31pm (Mar 26) Newark Liberty International Apt

7hrs 21mins Total Travel Time

Flight number - NW 1230

Aircraft type - 319

[View flight details](#)

★Continental Airlines

12:10pm (Mar 26) Sacramento International Apt

5:39pm (Mar 26) Minneapolis International Apt

Change at Minneapolis International Apt

Connection Flight

Flight number - CO 6509

Aircraft type - 320

★Continental Airlines

6:55pm (Mar 26) Minneapolis International Apt

10:31pm (Mar 26) Newark Liberty International Apt

7hrs 21mins Total Travel Time

Flight number - CO 6995

Aircraft type - 319

[View flight details](#)

Delta Air Lines

1:10pm (Mar 26) Sacramento International Apt

3:43pm (Mar 26) Salt Lake City

Change at Salt Lake City

Connection Flight

Flight number - DL 992

Aircraft type - 738

Delta Air Lines

4:50pm (Mar 26) Salt Lake City

11:14pm (Mar 26) Newark Liberty International Apt

7hrs 4mins Total Travel Time

Flight number - DL 1621

Aircraft type - 757

[View flight details](#)

★Northwest Airlines

1:10pm (Mar 26) Sacramento International Apt

3:43pm (Mar 26) Salt Lake City

Change at Salt Lake City

Connection Flight

Flight number - NW 9076

Aircraft type - 738

★Northwest Airlines

4:50pm (Mar 26) Salt Lake City

11:14pm (Mar 26) Newark Liberty International Apt

7hrs 4mins Total Travel Time

Flight number - NW 9051

Aircraft type - 757

[View flight details](#)

Delta Air Lines

1:10pm (Mar 26) Sacramento International Apt

3:43pm (Mar 26) Salt Lake City

Change at Salt Lake City

Connection Flight

Flight number - DL 992

Aircraft type - 738

Delta Air Lines

5:05pm (Mar 26) Salt Lake City

11:30pm (Mar 26) New York J F Kennedy International Apt

7hrs 20mins Total Travel Time

Flight number - DL 782

Aircraft type - 757

[View flight details](#)

United Airlines

1:43pm (Mar 26) Sacramento International Apt

Connection Flight

Flight number - UA 332

7:43pm (Mar 26) Chicago O'Hare International Apt
Aircraft type - 320
Change at Chicago O'Hare International Apt

United Airlines

8:45pm (Mar 26) Chicago O'Hare International Apt
Flight number - UA 692
11:45pm (Mar 26) New York La Guardia Apt
Aircraft type - 319
7hrs 2mins Total Travel Time
[View flight details](#)

United Airlines

1:43pm (Mar 26) Sacramento International Apt
Flight number - UA 332
7:43pm (Mar 26) Chicago O'Hare International Apt
Aircraft type - 320
Change at Chicago O'Hare International Apt

★US Airways

8:45pm (Mar 26) Chicago O'Hare International Apt
Flight number - US 6770
11:45pm (Mar 26) New York La Guardia Apt
Aircraft type - 319
7hrs 2mins Total Travel Time
[View flight details](#)

★US Airways

1:43pm (Mar 26) Sacramento International Apt
Flight number - US 7030
7:43pm (Mar 26) Chicago O'Hare International Apt
Aircraft type - 320
Change at Chicago O'Hare International Apt

United Airlines

8:45pm (Mar 26) Chicago O'Hare International Apt
Flight number - UA 692
11:45pm (Mar 26) New York La Guardia Apt
Aircraft type - 319
7hrs 2mins Total Travel Time
[View flight details](#)

★US Airways

1:43pm (Mar 26) Sacramento International Apt
Flight number - US 7030
7:43pm (Mar 26) Chicago O'Hare International Apt
Aircraft type - 320
Change at Chicago O'Hare International Apt

★US Airways

8:45pm (Mar 26) Chicago O'Hare International Apt
Flight number - US 6770
11:45pm (Mar 26) New York La Guardia Apt
Aircraft type - 319
7hrs 2mins Total Travel Time
[View flight details](#)

★US Airways

1:43pm (Mar 26) Sacramento International Apt
Flight number - US 7030
7:43pm (Mar 26) Chicago O'Hare International Apt
Aircraft type - 320
Change at Chicago O'Hare International Apt

★US Airways

9:00pm (Mar 26) Chicago O'Hare International Apt
Flight number - US 6428
12:01am (Mar 27) Newark Liberty International Apt
Aircraft type - 752
7hrs 18mins Total Travel Time
[View flight details](#)

United Airlines

1:54pm (Mar 26) Sacramento International Apt
Flight number - UA 448

5:09pm (Mar 26) Denver Intl Apt

Aircraft type - 752

Change at Denver Intl Apt

United Airlines

6:29pm (Mar 26) Denver Intl Apt

Flight number - UA 408

11:59pm (Mar 26) New York La Guardia Apt

Aircraft type - 320

7hrs 5mins Total Travel Time

[View flight details](#)

United Airlines

1:54pm (Mar 26) Sacramento International Apt

Flight number - UA 448

5:09pm (Mar 26) Denver Intl Apt

Aircraft type - 752

Change at Denver Intl Apt

★US Airways

6:29pm (Mar 26) Denver Intl Apt

Flight number - US 6212

11:59pm (Mar 26) New York La Guardia Apt

Aircraft type - 320

7hrs 5mins Total Travel Time

[View flight details](#)

★US Airways

1:54pm (Mar 26) Sacramento International Apt

Flight number - US 6046

5:09pm (Mar 26) Denver Intl Apt

Aircraft type - 752

Change at Denver Intl Apt

United Airlines

6:29pm (Mar 26) Denver Intl Apt

Flight number - UA 408

11:59pm (Mar 26) New York La Guardia Apt

Aircraft type - 320

7hrs 5mins Total Travel Time

[View flight details](#)

★US Airways

1:54pm (Mar 26) Sacramento International Apt

Flight number - US 6046

5:09pm (Mar 26) Denver Intl Apt

Aircraft type - 752

Change at Denver Intl Apt

★US Airways

6:29pm (Mar 26) Denver Intl Apt

Flight number - US 6212

11:59pm (Mar 26) New York La Guardia Apt

Aircraft type - 320

7hrs 5mins Total Travel Time

[View flight details](#)

★US Airways

1:54pm (Mar 26) Sacramento International Apt

Flight number - US 6046

5:09pm (Mar 26) Denver Intl Apt

Aircraft type - 752

Change at Denver Intl Apt

★US Airways

6:46pm (Mar 26) Denver Intl Apt

Flight number - US 6270

12:19am (Mar 27) Newark Liberty International Apt

Aircraft type - 319

7hrs 25mins Total Travel Time

[View flight details](#)

US Airways

2:00pm (Mar 26) Sacramento International Apt

Flight number - US 397

3:24pm (Mar 26) Las Vegas McCarran International Apt Aircraft type - 733
Change at Las Vegas McCarran International Apt

US Airways

4:18pm (Mar 26) Las Vegas McCarran International Apt Flight number - US 51
12:22am (Mar 27) New York J F Kennedy International Apt Aircraft type - 319
7hrs 22mins Total Travel Time [View flight details](#)

★United Airlines

2:40pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - UA 5525
3:25pm (Mar 26) San Francisco International Apt Aircraft type - EM2
Change at San Francisco International Apt

United Airlines

3:59pm (Mar 26) San Francisco International Apt Flight number - UA 14
12:20am (Mar 27) New York J F Kennedy International Apt Aircraft type - 757
6hrs 40mins Total Travel Time [View flight details](#)

★US Airways

2:40pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - US 7156
3:25pm (Mar 26) San Francisco International Apt Aircraft type - EM2
Change at San Francisco International Apt

★US Airways

3:59pm (Mar 26) San Francisco International Apt Flight number - US 6636
12:20am (Mar 27) New York J F Kennedy International Apt Aircraft type - 757
6hrs 40mins Total Travel Time [View flight details](#)

Frontier Airlines Inc.

8:17pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - F9 224
11:30pm (Mar 26) Denver Intl Apt Aircraft type - 319
Change at Denver Intl Apt

Frontier Airlines Inc.

12:35am (Mar 27) Denver Intl Apt Flight number - F9 514
6:10am (Mar 27) New York La Guardia Apt Aircraft type - 319
6hrs 53mins Total Travel Time [View flight details](#)

★United Airlines

8:55pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - UA 5564
9:40pm (Mar 26) San Francisco International Apt Aircraft type - EM2
Change at San Francisco International Apt

United Airlines

10:15pm (Mar 26) San Francisco International Apt Flight number - UA 34
6:36am (Mar 27) New York J F Kennedy International Apt Aircraft type - 757
6hrs 41mins Total Travel Time [View flight details](#)

★US Airways

8:55pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - US 7174

9:40pm (Mar 26) San Francisco International Apt
 Aircraft type - EM2
 Change at San Francisco International Apt

★US Airways

10:15pm (Mar 26) San Francisco International Apt Flight number - US 6638
 6:36am (Mar 27) New York J F Kennedy International Apt Aircraft type - 757
 6hrs 41mins Total Travel Time [View flight details](#)

★US Airways

8:55pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - US 7174
 9:40pm (Mar 26) San Francisco International Apt Aircraft type - EM2
 Change at San Francisco International Apt

Continental Airlines

10:30pm (Mar 26) San Francisco International Apt Flight number - CO 1829
 6:37am (Mar 27) Newark Liberty International Apt Aircraft type - 753
 6hrs 42mins Total Travel Time [View flight details](#)

★United Airlines

8:55pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - UA 5564
 9:40pm (Mar 26) San Francisco International Apt Aircraft type - EM2
 Change at San Francisco International Apt

American Airlines

10:30pm (Mar 26) San Francisco International Apt Flight number - AA 18
 6:45am (Mar 27) New York J F Kennedy International Apt Aircraft type - 762
 6hrs 50mins Total Travel Time [View flight details](#)

★US Airways

8:55pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - US 7174
 9:40pm (Mar 26) San Francisco International Apt Aircraft type - EM2
 Change at San Francisco International Apt

American Airlines

10:30pm (Mar 26) San Francisco International Apt Flight number - AA 18
 6:45am (Mar 27) New York J F Kennedy International Apt Aircraft type - 762
 6hrs 50mins Total Travel Time [View flight details](#)

★United Airlines

8:55pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - UA 5564
 9:40pm (Mar 26) San Francisco International Apt Aircraft type - EM2
 Change at San Francisco International Apt

United Airlines

10:30pm (Mar 26) San Francisco International Apt Flight number - UA 52
 6:47am (Mar 27) Newark Liberty International Apt Aircraft type - 319
 6hrs 52mins Total Travel Time [View flight details](#)

★United Airlines

8:55pm (Mar 26) Sacramento International Apt Connection Flight
 Flight number - UA 5564

9:40pm (Mar 26) San Francisco International Apt Aircraft type - EM2
 Change at San Francisco International Apt

★US Airways

10:30pm (Mar 26) San Francisco International Apt Flight number - US 6432
 6:47am (Mar 27) Newark Liberty International Apt Aircraft type - 319
 6hrs 52mins Total Travel Time [View flight details](#)

★US Airways

8:55pm (Mar 26) Sacramento International Apt Connection Flight
 9:40pm (Mar 26) San Francisco International Apt Flight number - US 7174
 Aircraft type - EM2
 Change at San Francisco International Apt

United Airlines

10:30pm (Mar 26) San Francisco International Apt Flight number - UA 52
 6:47am (Mar 27) Newark Liberty International Apt Aircraft type - 319
 6hrs 52mins Total Travel Time [View flight details](#)

★US Airways

8:55pm (Mar 26) Sacramento International Apt Connection Flight
 9:40pm (Mar 26) San Francisco International Apt Flight number - US 7174
 Aircraft type - EM2
 Change at San Francisco International Apt

★US Airways

10:30pm (Mar 26) San Francisco International Apt Flight number - US 6432
 6:47am (Mar 27) Newark Liberty International Apt Aircraft type - 319
 6hrs 52mins Total Travel Time [View flight details](#)

New Selection	Direct	Return Flights
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[d]

Sacramento International Airport

Flights

Departing Wednesday, March 26 2008 from 12:15am onwards.

From: Sacramento International Apt
To: New York, NY, USA - All Airports

★[d] Indicates a flight operated by a different airline or subsidiary or division of the airline whose code is shown.

Non-Stop Flights

Jetblue Airways Corporation

12:15am (Mar 26) Sacramento International Apt

8:25am (Mar 26) New York J F Kennedy International Apt

5hrs 10mins Total Travel Time

Non-stop

Flight number - B6 172

Aircraft type - 320

[View flight details](#)

Direct Flights

United Airlines

8:10am (Mar 26) Sacramento International Apt

7:17pm (Mar 26) New York La Guardia Apt

8hrs 7mins Total Travel Time

With 1 Stop

Flight number - UA 688

Aircraft type - 752

[View flight details](#)

US Airways

8:40pm (Mar 26) Sacramento International Apt

7:47am (Mar 27) New York J F Kennedy International Apt

8hrs 7mins Total Travel Time

With 1 Stop

Flight number - US 58

Aircraft type - 319

[View flight details](#)

New Selection	Connecting Flights	Return Flights
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EXHIBIT E

**BEFORE THE JUDICIAL PANEL ON
MULTIDISTRICT LITIGATION**

-----X
:
MDL Docket No. 1945
:
In re State Street Bank & Trust Company Fixed
Income Funds Litigation
:
:
-----X

**MEMORANDUM OF PLAINTIFF PRUDENTIAL RETIREMENT
INSURANCE AND ANNUITY COMPANY IN OPPOSITION TO
MOTION TO TRANSFER TO DISTRICT OF MASSACHUSETTS**

Of Counsel:
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Joanna Davidson (Law Clerk)

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Attorneys for Plaintiff Prudential
Retirement Insurance and Annuity Company

Dated: New York, New York
March 19, 2008

Table of Contents

	<u>Page</u>
Summary of Argument	1
Background	2
A. The Parties	2
B. Actions in the Southern District of New York	2
1. The <i>Prudential</i> Case	2
2. Pending Class Actions	3
3. Pretrial Proceedings in the Southern District of New York	3
C. Actions Brought in the Southern District of Texas	4
D. Action Brought in the Southern District of Indiana	5
Argument	6
I. If the Cases Are Consolidated, They Should Be Transferred to the Southern District of New York	6
A. Prudential Does Not Oppose Consolidation	6
B. The District of Massachusetts Is Not an Appropriate Transferee District.....	7
1. No Scheduled Case is Pending in the District of Massachusetts.....	7
2. Views of the Parties.....	9
3. Documents and Witnesses	10
C. Transferring Consolidated Cases to the Southern District of New York Will Promote Justice and Efficiency in Pretrial Proceedings.	12
1. Majority of Pending Cases	13
2. Pretrial Proceedings.....	13
Conclusion	1

Table of Cited AuthoritiesPage**FEDERAL CASES**

<i>In re Air Crash Disaster at Bali, Indonesia, on April 22, 1974,</i> 400 F. Supp. 1402 (J.P.M.L. 1975).....	11, 13
<i>In re Air Crash Disaster Near Papeete, Tahiti, on July 22, 1973,</i> 397 F. Supp. 886 (J.P.M.L. 1975).....	7
<i>In re Capital Consultants, LLC, “ERISA” Litigation,</i> 314 F. Supp. 2d 1385 (J.P.M.L. 2004).....	13
<i>In re Celotex Corp. “Technifoam” Products Liability Litigation,</i> 68 F.R.D. 502 (J.P.M.L. 1975)	7
<i>In re Circular Thermostat Antitrust Litigation,</i> 370 F. Supp. 2d 1355 (J.P.M.L. 2005).....	9
<i>In re Cotton Yarn Antitrust Litigation,</i> 336 F. Supp. 2d 1383 (J.P.M.L. 2004).....	12
<i>In re Cygnus Telecommunications Technology, LLC, Patent Litigation,</i> 177 F. Supp. 2d 1375 (J.P.M.L. 2001).....	11
<i>In re Doral Financial Corp. Securities Litigation,</i> 398 F. Supp. 2d 1369 (J.P.M.L. 2005).....	9
<i>In re Falstaff Brewing Corp. Antitrust Litigation,</i> 434 F. Supp. 1225 (J.P.M.L. 1977).....	11
<i>In re Foundry Resins Antitrust Litigation,</i> 342 F. Supp. 2d 1346 (J.P.M.L. 2004).....	12
<i>In re General Motors Class E Stock Buyout Securities Litigation,</i> 696 F. Supp. 1546 (J.P.M.L. 1988).....	6
<i>In re Investors Funding Corp. of New York Securities Litigation,</i> 437 F. Supp. 1199 (J.P.M.L. 1977).....	11
<i>In re Lupron Marketing & Sales Practices Litigation,</i> 180 F. Supp. 2d 1376 (J.P.M.L. 2001).....	13
<i>In re National Security Agency Telecommunications Records Litigation,</i> 444 F. Supp. 2d 1332 (J.P.M.L. 2006).....	7, 13

Table of Cited Authorities
(continued)

	<u>Page</u>
<i>In re Nortel Networks Corp. Securities & “ERISA” Litigation</i> , 269 F. Supp. 2d 1367 (J.P.M.L. 2003).....	13, 14
<i>In re Ownership of Longoria Bank Deposits Litigation</i> , 431 F. Supp. 913 (J.P.M.L. 1977).....	7
<i>In re Southwestern Life Insurance Co. Sales Practices Litigation</i> , 268 F. Supp. 2d 1377 (J.P.M.L. 2003).....	8
<i>In re Stirling Homex Corp. Securities Litigation</i> , 442 F. Supp. 547 (J.P.M.L. 1977).....	11
<i>In re Sundstrand Data Control, Inc., Patent Litigation</i> , 443 F. Supp. 1019 (J.P.M.L. 1978).....	8, 9, 10
<i>In re Swine Flu Immunization Products Liability Litigation</i> , 446 F. Supp. 244 (J.P.M.L. 1978).....	9
<i>In re TJX Companies, Inc., Customer Data Security Breach Litigation</i> , 493 F. Supp. 2d 1382 (J.P.M.L. 2007).....	9
<i>In re UICI “Association-Group” Insurance Litigation</i> , 305 F. Supp. 2d 1360 (J.P.M.L. 2004).....	12
<i>In re Westinghouse Electric Corp. Uranium Contracts Litigation</i> , 405 F. Supp. 316 (J.P.M.L. 1975).....	14
<i>In re WorldCom, Inc., Securities & “ERISA” Litigation</i> , 226 F. Supp. 1352 (J.P.M.L. 2002).....	14
<i>Lexecon Inc. v. Milberg Weiss Bershad Hynes & Lerach</i> , 523 U.S. 26 (1998).....	10

FEDERAL STATUTES AND REGULATIONS

28 U.S.C. § 1404(a)	4, 5, 9, 14
28 U.S.C. § 1407.....	<i>passim</i>
Federal Rule of Civil Procedure 26(a)(1)(A).....	4
Rule of Procedure of the Judicial Panel on Multidistrict Litigation 7.2(a)(ii).....	6
Rule of Procedure of the Judicial Panel on Multidistrict Litigation 7.5	5

Table of Cited Authorities
(continued)

Page

MISCELLANEOUS

David F. Herr, <i>Multidistrict Litigation Manual</i> § 6:3 (2007)	7
Yvette Ostolaza & Michelle Hartmann, <i>Overview of Multidistrict Litigation Rules at the State and Federal Level</i> , 26 Rev. Litig. 47 (Winter 2007)	7
Charles Wright, Arthur R. Miller & Edward H. Cooper, 15 <i>Federal Practice & Procedure: Jurisdiction</i> 3d § 3864 (2008).....	7, 14

Plaintiff Prudential Retirement Insurance and Annuity Company (“Prudential”) submits this memorandum in opposition to the motion of defendants State Street Bank and Trust Company and State Street Global Advisors Inc. (together, “State Street”), pursuant to 28 U.S.C. § 1407, to transfer six pending actions to the District of Massachusetts for pretrial proceedings, including one case in which Prudential is the plaintiff.

Summary of Argument

State Street faces six cases in which plaintiffs allege that it breached its fiduciary duties in investment decisions for bond funds that were offered as investments to various retirement and other employee benefit plans. Four of those cases are pending in the Southern District of New York before Judge Richard J. Holwell, and two are pending in the Southern District of Texas. A seventh case, which State Street has identified as a potential tag-along action, is pending in the Southern District of Indiana. State Street would prefer to litigate these cases in its home district, Massachusetts. But the court in Texas denied its motion to transfer one of the cases, and a similar motion to the court in New York is opposed by all the plaintiffs in the four cases pending there. Against that background, State Street asks the Judicial Panel on Multidistrict Litigation to consolidate these cases for pretrial purposes and transfer all of them to Massachusetts. While Prudential does not oppose consolidation, it believes these cases should be transferred for pretrial purposes to the Southern District of New York. Four of the seven cases are moving forward in that court, and the court has made initial rulings and entered a comprehensive scheduling order in those cases. By contrast, no cases are pending in the District of Massachusetts.

Background

A. The Parties

Prudential, a subsidiary of Prudential Financial, Inc. (“Prudential Financial”), provides financial products and services to institutional retirement plan sponsors that administer defined contribution and defined benefit plans. Prudential is headquartered in Hartford, Connecticut and has main offices in Woodbridge, New Jersey, as well as in Pennsylvania, Iowa and California. Prudential has a sales office in New York City. Declaration of Ramsay Lewis (“Lewis Dec.”) Ex. A at ¶¶ 3, 4. Prudential Financial is based in Newark, New Jersey. *Id.* ¶ 6.

Boston-based defendant State Street Bank and Trust Company (“SSBT”) provides investment management products and services. Defendant State Street Global Advisors, Inc. (“SSgA”) is an affiliate of SSBT. Memorandum of Law in Support of Defendants’ Motion for Transfer to the District of Massachusetts Pursuant to 28 U.S.C. § 1407 (“Mem.”) at 1-2.¹ In addition to its Boston headquarters, SSBT also has an office in New York, and State Street Global Advisors has three employees in New York. Declaration of Mark Duggan (“Duggan Dec.”) Ex. A at ¶¶ 2, 4.

B. Actions in the Southern District of New York

1. The *Prudential* Case

On October 1, 2007, Prudential brought an action against State Street in the Southern District of New York pursuant to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), on behalf of 210 retirement plans (the “Plans”) that are administered in about 32 states, including New York, Massachusetts and Texas. Lewis Dec. ¶ 4 & Ex. A. at ¶ 10. Prudential alleges that State Street breached its fiduciary duties as the investment manager

¹ State Street maintains that SSgA is an empty shell, and that Prudential did business with an identically named division of SSBT, not with SSgA. Mem. at 1-2 & n.1.

of two bond funds in which the Plans had invested by purchasing units of Prudential separate accounts, resulting in losses to the Plans.

2. Pending Class Actions

Between October 17 and October 31, 2007, after Prudential had commenced its action in the Southern District of New York, three ERISA plans brought purported class action suits against State Street, in which they asserted that State Street had violated ERISA by mismanaging bond funds that had been offered to their plan participants. *Unisystems, Inc. v. State Street Bank & Trust Co.*, No. 07 Civ. 9319 (S.D.N.Y.); *Nashua Corp. Pension Plan Comm. v. State Street Bank & Trust Co.*, No. 08 Civ. 0265 (S.D.N.Y.); *Merrimack Mut. Fire Ins. Co. v. State Street Bank & Trust Co.*, No. 07 Civ. 9687 (S.D.N.Y.). The *Nashua Corp.* case was originally filed in the District of Massachusetts, but was voluntarily dismissed on January 11, 2008 and refiled in the Southern District of New York on January 14, 2008.

Judge Holwell, to whom the four cases pending in the Southern District of New York are assigned, has consolidated them for pretrial purposes. Declaration of Edwin G. Schallert ("Schallert Dec.") Exs. B, C, D.

3. Pretrial Proceedings in the Southern District of New York

At a scheduling conference held in the Southern District of New York on January 4, 2008 to address the already-consolidated *Prudential*, *Unisystems* and *Merrimack* cases, Judge Holwell discussed scheduling matters with all parties. State Street requested a stay of discovery in the *Prudential* case, and asked Judge Holwell to bifurcate discovery in the *Unisystems* and *Merrimack* class actions between class issues and merits. Schallert Dec. ¶¶ 5, 6. Judge Holwell denied both requests.

On January 31, 2008, Judge Holwell entered a Joint Pretrial Scheduling Order in the *Prudential*, *Unisystems*, *Merrimack* and *Nashua Corp.* cases. Schallert Dec. Ex. E. Under that

scheduling order, the four cases in the Southern District of New York should be ready for trial by August 17, 2009. *Id.* at 2. The parties have made initial progress consistent with meeting the schedule for completing discovery set forth in that scheduling order: Prudential, State Street, and class plaintiffs have exchanged initial disclosures pursuant to Rule 26(a)(1)(A) of the Federal Rules of Civil Procedure, and all parties have served document requests. Schallert Dec. ¶¶ 8, 12, 13. State Street's response to Prudential's requests was due on March 5, 2008, but Prudential agreed to extend the time for State Street's response to March 24, 2008. Class plaintiffs agreed to extend the time for State Street's response to their document requests to March 24, 2008. *Id.* ¶ 12.

On February 4, 2008, State Street moved to dismiss, or in the alternative for summary judgment, in the *Prudential* case. On the same day, State Street moved, pursuant to 28 U.S.C. § 1404(a), to transfer *Prudential*, *Unisystems*, *Merrimack* and *Nashua Corp.* to the District of Massachusetts. Schallert Dec. ¶ 9. Prudential and class plaintiffs filed their papers in opposition to State Street's motions on March 10, 2008. State Street's reply papers are due on April 7, 2008. Schallert Dec. ¶ 9, Ex. E at 2.

C. Actions Brought in the Southern District of Texas

On November 5, 2007, Memorial Hermann Healthcare System filed an action against State Street and Cambridge Financial Services, Inc. in state court in Harris County, Texas, in which it alleged breach of contract, fraud and negligent misrepresentation by State Street. The *Memorial Hermann* case was removed to the Southern District of Texas on December 3, 2007. *Memorial Hermann Healthcare Sys. v. State Street Bank & Trust Co.*, No. 07 Civ. 4089 (S.D. Tex.). On January 29, 2008, the Houston Police Officers' Pension System filed an action against State Street in the Southern District of Texas, alleging breaches of fiduciary duty and contract,

fraud, negligent misrepresentation and violations of the Texas Securities Act. *Houston Police Officers' Pension System v. State Street Bank & Trust Co.*, No. 08 Civ. 333 (S.D. Tex.).

On January 30, 2008, the Southern District of Texas entered a scheduling order in the *Memorial Hermann* case. Schallert Dec. Ex. H. The same day, State Street moved to transfer *Memorial Hermann* to the District of Massachusetts pursuant to 28 U.S.C. § 1404(a). Duggan Dec. Ex. A at ¶ 43. State Street's motion was denied on February 25, 2008. Schallert Dec. Ex. I. Four days later, State Street filed its application to this Panel.

D. Action Brought in the Southern District of Indiana

On March 3, 2008, Welborn Baptist Foundation, Inc. filed an action against State Street and Yanni Partners, Inc. in the Southern District of Indiana, alleging violation of federal and Indiana securities laws, fraud, intentional misrepresentation and negligent misrepresentation. *Welborn Baptist Foundation, Inc. v. State Street Global Advisors, Inc.*, No. 08 Civ. 27 (S.D. Ind.). On March 5, 2008, Prudential was served with State Street's First Notice of Potential Tag-Along Action, asserting that the *Welborn Baptist* case should be designated as a potential tag-along action pursuant to Rule 7.5 of the Rules of Procedure of the Judicial Panel on Multidistrict Litigation.

Argument

I. If the Cases Are Consolidated, They Should Be Transferred to the Southern District of New York.

Under 28 U.S.C. § 1407, “[w]hen civil actions involving one or more common questions of fact are pending in different districts, such actions may be transferred to any district for coordinated or consolidated pretrial proceedings.” 28 U.S.C. § 1407(a). Prudential does not oppose the consolidation for pretrial proceedings of the seven cases listed on the Second Schedule of Actions filed by State Street pursuant to Rule 7.2(a)(ii) of the Rules of Procedure of the Judicial Panel on Multidistrict Litigation (the “Scheduled Cases”). The Scheduled Cases include six cases that are the subject of State Street’s motion and one potential tag-along case. However, Prudential opposes State Street’s motion to the extent it calls for transfer to the District of Massachusetts. State Street has failed to show that, if the Scheduled Cases are consolidated by the Panel, the District of Massachusetts would be the most appropriate transferee district.

A. Prudential Does Not Oppose Consolidation.

Prudential agrees that the Scheduled Cases are likely to involve some common questions of fact, and that the just and efficient conduct of these seven cases could probably be promoted by coordinating them for pretrial proceedings in a single district. *See In re Gen. Motors Class E Stock Buyout Sec. Litig.*, 696 F. Supp. 1546, 1546-47 (J.P.M.L. 1988) (holding that, where legal theories differed but cases shared common factual allegations, transfer was necessary “in order to avoid duplication of discovery, prevent inconsistent pretrial rulings, and conserve the resources of the parties, their counsel and the judiciary”).

B. The District of Massachusetts Is Not an Appropriate Transferee District.

Under its common-sense approach to its selection of a transferee district, the Panel takes into account (1) the number of cases already pending in various districts, including the order in which the cases were filed, (2) the views of the parties and (3) the efficiencies inherent in the group of cases to be transferred, including the location of documents and witnesses. The Panel “weighs heavily the judicial efficiencies to be gained by the transfer to a specific district,” and it often transfers cases to “the district in which the earliest actions were brought,” or “the district that has the most cases pending.” Yvette Ostolaza & Michelle Hartmann, *Overview of Multidistrict Litigation Rules at the State and Federal Level*, 26 Rev. Litig. 47, 57-58 (Winter 2007); accord David F. Herr, *Multidistrict Litigation Manual* § 6:3 (2007); see also Charles Wright, Arthur R. Miller & Edward H. Cooper, 15 *Federal Practice & Procedure: Jurisdiction* 3d § 3864 (2008).

None of these factors supports the transfer of the Scheduled Cases to the District of Massachusetts.

1. No Scheduled Case is Pending in the District of Massachusetts.

None of the Scheduled Cases is pending in the District of Massachusetts, and the parties have not notified the Panel of any potential tag-along cases pending there. Historically, the Panel has been “extremely reluctant to select a district in which no related action is pending.” *In re Air Crash Disaster Near Papeete, Tahiti, on July 22, 1973*, 397 F. Supp. 886, 887 (J.P.M.L. 1975); accord *In re Ownership of Longoria Bank Deposits Litig.*, 431 F. Supp. 913, 916 (J.P.M.L. 1977); *In re Celotex Corp. “Technifoam” Prods. Liab. Litig.*, 68 F.R.D. 502, 505 (J.P.M.L. 1975). As the Panel recently recognized in *In re National Security Agency Telecommunications Records Litigation*, 444 F.Supp.2d 1332, 1335 (J.P.M.L. 2006), transferring

consolidated cases to a district where no constituent case is pending would tend to create the very duplication of pretrial proceedings that the granting of section 1407 motions is intended to avoid.

Duplication would almost certainly result if the Scheduled Cases were transferred to the District of Massachusetts. Through submissions and arguments presented in connection with pre-motion conferences, Judge Holwell has begun to familiarize himself with pending motions. If transferred to the District of Massachusetts, the cases would be assigned to a judge who would have no familiarity with them. A new pretrial schedule would need to be established, and the judge could be faced with renewed requests to stay or bifurcate discovery of the same kind that Judge Holwell has denied. The judge would have no familiarity with the pending motions.

While the Panel may choose to transfer cases to a district where no related action is pending “under appropriate circumstances,” *In re Sundstrand Data Control, Inc., Patent Litig.*, 443 F. Supp. 1019, 1021 (J.P.M.L. 1978), no such circumstances exist here. In arguing that transfer to the District of Massachusetts is appropriate even though no Scheduled Case is pending there, State Street relies on three cases where factors not present here influenced the Panel’s selection of a transferee district. Mem. at 7-8. Each of these cases is inapposite:

- *In re Southwestern Life Insurance Co. Sales Practices Litigation*, 268 F. Supp. 2d. 1377 (J.P.M.L. 2003), involved three actions and seven potential tag-along actions brought by individual plaintiffs who had opted out of a nationwide class settlement. Several plaintiffs resided in Texas, and the Panel selected the Northern District of Texas as the transferee district. *Id.* at 1378.
- In *In re Sunstrand*, transfer of the five actions before the Panel to the Western District of Washington made it possible to coordinate between those cases and a related state court action. 443 F. Supp. at 1021. The Panel also took into consideration the fact that the

Federal Aviation Administration and another non-party held records in or near Seattle that were relevant to a key issue in the case. There had been no significant pretrial proceedings in any of the four districts where federal actions were pending. *Id.*

- In *In re Swine Flu Immunization Products Liability Litigation*, 446 F. Supp. 244, 246 (J.P.M.L. 1978), there were 26 actions pending in seventeen districts, with hundreds of tag-along actions expected. The United States was the sole defendant in all but two cases, and the Panel selected the home district of the federal government department that administered the swine flu program. *Id.* at 245, 247.

2. Views of the Parties

In selecting the transferee district under section 1407, the Panel frequently considers the forum preferences of the parties, especially those parties that are in favor of or not opposed to consolidation. *See, e.g., In re TJX Cos., Inc., Customer Data Sec. Breach Litig.*, 493 F. Supp. 2d 1382, 1383 (J.P.M.L. 2007); *In re Doral Fin. Corp. Sec. Litig.*, 398 F. Supp. 2d 1369, 1370 (J.P.M.L. 2005); *In re Circular Thermostat Antitrust Litig.*, 370 F. Supp. 2d 1355, 1357 (J.P.M.L. 2005). State Street is alone in favoring transfer to the District of Massachusetts. Prudential understands that class plaintiffs will join it in not opposing consolidation for pretrial purposes and in favoring transfer to the Southern District of New York. Prudential understands that plaintiffs in the *Houston Police Officers* case do not oppose consolidation, but that plaintiffs in the *Memorial Hermann* case do oppose it, and that, in the event the cases are consolidated, plaintiffs in both Texas cases favor transfer to the Southern District of Texas, with the Southern District of New York as their next choice for the transferee forum.

Prudential views the Southern District of Texas as distinctly less convenient than the Southern District of New York. The Southern District of Texas is far from Prudential's main offices and the offices of Prudential's counsel. By contrast, the Southern District of New York is

conveniently located between Prudential's offices in Hartford and Woodbridge, close to Prudential Financial's headquarters in Newark and Prudential's counsel's offices in New York. While the scheduling order in the Southern District of New York could accommodate the *Memorial Hermann* and *Houston Police Officers*² cases, the scheduling order in the *Memorial Hermann* case could not be maintained if the four cases pending in New York were transferred to Texas. *Memorial Hermann* is not a class action, so its scheduling order makes no provision for a motion for class certification. State Street has indicated that plaintiffs' motion for class certification in *Unisystems*, *Merrimack* and *Nashua Corp.* will be a contested issue in those cases. Schallert Dec. ¶ 6. Even though transfer to the Southern District of Texas would be inconvenient to Prudential, that would be a more appropriate transferee forum than the District of Massachusetts since two of the Scheduled Cases are pending in Houston. See the cases cited at pages 7-8, *supra*.

3. Documents and Witnesses

The fact that State Street's documents and witnesses are located in Massachusetts should be of minimal consequence in the Panel's determination.³ The authority of a transferee court under section 1407 is limited to the conduct of pretrial proceedings, including discovery and the deposition of witnesses. See *Lexecon Inc. v. Milberg Weiss Bershad Hynes & Lerach*, 523 U.S. 26, 33-34 (1998). As the Panel has noted, "since Section 1407 transfer is for pretrial proceedings only, there is usually no need for the parties and witnesses to travel to the transferee district for

² To the best of Prudential's knowledge, there is no scheduling order in place in *Houston Police Officers*.

³ State Street argues that there is a "strong factual nexus" between the Scheduled Cases and the District of Massachusetts. Mem. at 6, 7. This factor has been considered by the Panel only to the extent that it points to the likely location of discovery. See, e.g., *In re Sundstrand*, 443 F. Supp. at 1021.

depositions or otherwise.” *In re Cygnus Telecomms. Tech., LLC, Patent Litig.*, 177 F. Supp. 2d 1375, 1376 (J.P.M.L. 2001); accord *In re Air Crash Disaster at Bali, Indon., on Apr. 22, 1974*, 400 F. Supp. 1402, 1403-04 (J.P.M.L. 1975). A transfer under section 1407 does not lead to all discovery taking place in the transferee district, because “of course any party may request an order from the transferee court that its documents be inspected at its offices or at another convenient location in or near the city in which it is located.” *In re Investors Funding Corp. of N.Y. Sec. Litig.*, 437 F. Supp. 1199, 1203 (J.P.M.L. 1977); accord *In re Stirling Homex Corp. Sec. Litig.*, 442 F. Supp. 547, 549 (J.P.M.L. 1977); *In re Falstaff Brewing Corp. Antitrust Litig.*, 434 F. Supp. 1225, 1229-30 (J.P.M.L. 1977).

Prudential does not expect that such an order will be required here. State Street has acknowledged that its document production obligations in the Scheduled Cases are overlapping. Mem. at 5. In a telephone call with plaintiffs’ counsel in the four Scheduled Cases that are pending in the Southern District of New York on March 13, 2008, State Street made it clear that it expects to produce documents electronically to lawyers around the country. Schallert Dec.

¶ 12. State Street’s witnesses will be deposed in multiple cases, and Prudential expects to coordinate with counsel in the other Scheduled Cases regarding the deposition of these witnesses. *Id.* ¶ 10. These depositions probably will be conducted in locations to suit the witnesses’ convenience (or that of their counsel), no matter where pretrial proceedings are conducted in the Scheduled Cases. *Id.* State Street does not and cannot show that a transfer to the District of Massachusetts will result in either (a) enhanced convenience of parties and witnesses during pretrial proceedings, or (b) greater efficiency in discovery and witness depositions, relative to a transfer to the Southern District of New York.

State Street observes that the Panel has recognized the location of a defendant as an appropriate venue for transfer and consolidation under section 1407. Mem. at 7. However, in two of the three of the cases cited by State Street, multiple actions were already pending against defendants in their home districts when the Panel transferred consolidated cases there. *In re Foundry Resins Antitrust Litig.*, 342 F. Supp. 2d 1346, 1347 (J.P.M.L. 2004) (seven of twelve actions pending in defendants' home district); *In re Cotton Yarn Antitrust Litig.*, 336 F. Supp. 2d 1383, 1384 (J.P.M.L. 2004) (six of seven actions pending in defendants' home district). In the third case cited by State Street, even though no action was pending in defendants' home district, plaintiffs in seven of the nine actions before the Panel as well as all defendants supported transfer to that district. *In re UICI "Ass'n-Group" Ins. Litig.*, 305 F. Supp. 2d 1360, 1361 (J.P.M.L. 2004).

C. Transferring Consolidated Cases to the Southern District of New York Will Promote Justice and Efficiency in Pretrial Proceedings.

State Street argues that consolidation and transfer of the Scheduled Cases to the District of Massachusetts will promote the just and efficient conduct of these cases because it will prevent duplicative discovery, conserve judicial resources, and eliminate the potential for inconsistent pretrial rulings. Mem. at 8. State Street even asserts, with no support, that transfer to Massachusetts will "reduce the time needed to litigate these cases." *Id.*

State Street ignores the fact that four of the Scheduled Cases have been consolidated for pretrial purposes in the Southern District of New York, where a pretrial scheduling order is in place, two significant pretrial motions are partially briefed, and the parties are making steady progress towards obtaining discovery. On the other hand, transfer to Massachusetts would require all the parties to start over in a new court, before a judge who has had no opportunity to become familiar with the issues in this litigation. The just and efficient conduct of the Scheduled

Cases would be much better advanced by transferring them to the Southern District of New York.

1. Majority of Pending Cases

Transfer of the Scheduled Cases to the Southern District of New York would be consistent with the Panel's practice when selecting a transferee district of according significant weight to the fact that a majority of cases are pending in a single district. *See, e.g., In re Capital Consultants, LLC, "ERISA" Litig.*, 314 F. Supp. 2d 1385, 1386 (J.P.M.L. 2004); *In re Lupron Mktg. & Sales Practices Litig.*, 180 F. Supp. 2d 1376, 1378 (J.P.M.L. 2001); *In re Air Crash Disaster at Bali*, 400 F. Supp. at 1403. State Street has provided no justification for a departure from that practice.

2. Pretrial Proceedings

The location of the first-filed case is relevant to the Panel's selection of a transferee district because (a) pretrial proceedings are likely to be most advanced in the first-filed case, and (b) the judge in that case will have had an opportunity to develop familiarity with the issues in the litigation. *See In re Nat'l Sec. Agency*, 444 F. Supp. 2d at 1335; *In re Nortel Networks Corp. Sec. & "ERISA" Litig.*, 269 F. Supp. 2d 1367, 1369 (J.P.M.L. 2003). Prudential's case was the first of the Scheduled Cases to be filed, and the four cases in the Southern District of New York are further advanced than the two cases in the Southern District of Texas or the potential tag-along action in the Southern District of Indiana.

The fact that Judge Holwell has devoted time and effort to pre-trial proceedings in the four Scheduled Cases that are pending in the Southern District of New York weighs in favor of a transfer to that district. The Panel is obligated under section 1407(b) to assign transferred cases to a particular district judge or judges, and there is a distinct preference for transferring such cases to a judge who is already "involved actively in the management of their pretrial

proceedings.” Wright, Miller & Cooper, *supra*, at § 3864; *see also In re Nortel*, 269 F. Supp. 2d at 1369; *In re Westinghouse Elec. Corp. Uranium Contracts Litig.*, 405 F. Supp. 316, 319 (J.P.M.L. 1975) (rejecting movant’s request for transfer to a district where no related federal action was pending and choosing a forum where the judge “had an opportunity to gain a familiarity with the complicated issues involved . . . enabl[ing] him to supervise th[e] litigation toward its most just and expeditious termination”). The Panel also takes into account any prior consolidation of constituent actions before a single judge, of the kind ordered by Judge Holwell in the Southern District of New York. *In re WorldCom, Inc., Sec. & “ERISA” Litig.*, 226 F. Supp. 2d. 1352, 1355 (J.P.M.L. 2002).

Although the cases in the Southern District of New York are still at a relatively early stage, Judge Holwell made two significant procedural rulings following oral presentations by the parties at the scheduling conference on January 4, 2008. He denied State Street’s request for a stay of discovery pending the outcome of its motion to dismiss the *Prudential* case, and he denied the request to bifurcate discovery in the *Unisystems*, *Merrimack* and *Nashua Corp.* class actions. Both sides have submitted opening briefs on State Street’s motion to dismiss, or in the alternative for summary judgment, in the *Prudential* case. All parties to *Prudential*, *Unisystems*, *Merrimack* and *Nashua Corp.* have submitted opening briefs on State Street’s motion to transfer those cases to the District of Massachusetts pursuant to section 1404(a).⁴ The parties have a scheduling order that should have the *Prudential*, *Unisystems*, *Merrimack* and *Nashua Corp.* cases ready for trial less than eighteen months from now. In entering that order, Judge Holwell emphasized that, absent extenuating circumstances, the parties should not anticipate that the schedule will be extended. Schallert Dec. Ex. E at 3. While State Street’s carefully worded

⁴ State Street’s replies in support of its motions are due on April 7, 2008. Schallert Dec. Ex. E at 2.

contention that no “substantive” discovery has been completed (Mem. at 8) may be accurate, the parties in *Prudential*, *Unisystems*, *Merrimack* and *Nashua Corp.* have served document requests, and responses to those requests are anticipated in the *Prudential* case by the beginning of April, 2008. Schallert Dec. ¶¶ 12, 13.

This pretrial activity in the Southern District of New York – when compared to starting over in the District of Massachusetts – weighs heavily in favor of selecting that district as the transferee forum in the event the Panel consolidates the six cases that are the subject of State Street’s motion.

Conclusion

For the foregoing reasons, State Street’s motion should be denied insofar as it seeks transfer to the District of Massachusetts for coordinated or consolidated pretrial proceedings. Any transfer of the Scheduled Cases pursuant to section 1407 should be to the Southern District of New York.

Dated: New York, New York
March 19, 2008

Respectfully submitted,

DEBEVOISE & PLIMPTON LLP

Of Counsel:

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EXHIBIT F

Case 4:07-cv-04089 Document 23 Filed 01/11/2008 Page 1 of 1

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS

MEMORIAL HERMANN
HEALTHCARE SYSTEM,

Plaintiff,

v.

STATE STREET BANK AND TRUST
COMPANY; STATE STREET GLOBAL
ADVISORS, INC.; and CAMBRIDGE
FINANCIAL SERVICES, INC.,

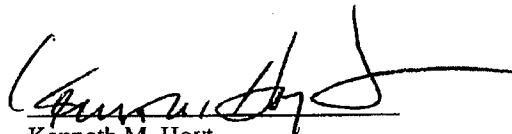
Defendants.

Case No. 07-4089

ORDER

AND NOW, this 11th day of Jan., 2008, upon consideration of Plaintiff's Motion to Remand, and all responses thereto, it is hereby ORDERED that the motion is DENIED.

BY THE COURT:


Kenneth M. Hoyt
United States District Judge